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Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**DECLARATION OF JAMES S.
FELTMAN IN SUPPORT OF
DEBTORS' EMERGENCY MOTION
FOR ENTRY OF AN INTERIM
ORDER: (I) AUTHORIZING THE
DEBTORS TO UTILIZE CASH
COLLATERAL PURSUANT TO 11
U.S.C. §§ 361, 362 AND 363; (II)
GRANTING ADEQUATE
PROTECTION; (III) SCHEDULING A
FINAL HEARING PURSUANT TO
BANKRUPTCY RULE 4001(b); AND
(IV) GRANTING RELATED RELIEF**

DATE: June 10, 2022

TIME: 10:00 a.m.

PLACE: *Via ZoomGov

Courtroom 5C

411 West Fourth Street

Santa Ana, CA 92701

1 I, James, S. Feltman, hereby declare under penalty of perjury as follows:

2 1. I am a managing director of the restructuring practice of Kroll, LLC, proposed
3 financial advisor to TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere LLC, dba TRX and
4 TRX Training (“Product Co” and together with Hold Co and Product Co, the “Debtors”), the
5 debtors and debtors-in-possession in the above-captioned Chapter 11 bankruptcy cases. My
6 practice is focused on providing fiduciary, advisory consulting and expert witness testimony in,
7 among other areas, the areas of insolvency, restructuring, and accounting. I am among the most
8 experienced bankruptcy fiduciaries in the United States, having served as a Chapter 11 Trustee in
9 25 assignments, an Examiner in 14 matters and as a Chapter 7 Trustee in over 10,000 cases. My
10 industry specialization includes retail, and manufacturing and distribution, businesses. A true and
11 correct copy of my professional resume is attached as Exhibit 1 to this Declaration.

12 2. I make this Declaration in support of the Debtors’ emergency motion for the entry
13 of an order authorizing the Debtors to use cash collateral and related relief.

14 3. Kroll, LLC has been retained by the Debtors, subject to Bankruptcy Court
15 approval, to provide to the Debtors’ restructuring advisory services, to among other things, work
16 collaboratively with the Debtors’ senior management team, certain members of the Debtors’
17 boards of managers and other professionals to: (1) assist the Debtors to prepare for filing these
18 Chapter 11 bankruptcy cases; (2) assist the Debtors to oversee bankruptcy preparation and filing
19 activities; (3) assist in the development of a reorganization or asset sale process with the goal of
20 achieving maximum value for the Debtors’ estates in an expedited manner; (4) coordinate
21 activities and assist in communication with outside constituents and advisors, including banks
22 and their advisors; (5) perform related services, including the provision of declarations and
23 testimony; and (6) assist the Debtors in developing a short-term cash flow forecasting tool and
24 related methodologies and to assist with planning for alternatives as requested by the Debtors.
25 The Debtors have also retained Kroll’s affiliate to serve as the Debtors’ investment banker to run
26 a free and clear sale process in these cases.

27 4. Pre-petition, the Debtors hired an affiliate of Kroll – Kroll Securities, LLC – to,
28 among other things, identify prospective investors and seek to obtain additional investments in

1 the Debtors' business, or engage in a transaction such as a merger and/or acquisition, in order to
2 further capitalize the Debtors and meet the Debtors' operational and growth needs. While I was
3 not directly involved with those efforts, and I was retained by the Debtors around the period
4 when it became apparent that the best option available to the Debtors would be to conduct an
5 expedited free and clear asset sale in a chapter 11 bankruptcy proceeding and consummate that
6 asset sale before the Debtors run out of cash, I have nevertheless reviewed and analyzed that
7 marketing process and its results, and I am generally knowledgeable of those efforts and
8 outcomes.

9 5. During the past two weeks, I have worked closely with the Debtors'
10 representatives and executives, in connection with, among other things reviewing and analyzing
11 the Debtors' financial condition, assets, liabilities and operations. I have reviewed financial
12 statements and other documents provided to me by the Debtors, and my colleague Scott Lyman
13 and I (with assistance from Kroll staff) have prepared the Debtors' thirteen (13) week cash flow
14 forecasts and cash collateral budgets setting forth all projected cash receipts and cash
15 disbursements and the projected impacts on accounts receivables and inventory following the
16 Petition Date (each, a "Budget", and together, the "Budgets"), true and correct copies of which
17 are attached as Exhibits 2, 3 and 4 to this Declaration. Exhibit 2 constitutes Product Co's
18 Budget. Exhibit 3 constitutes Hold Co's Budget. Exhibit 4 constitutes a consolidated Budget.

19 6. We prepared the Budgets based upon our analysis of the Debtors' financial
20 situation. This includes numerous discussions that we have had with the Debtors' employees,
21 officers and managers, and other representatives of the Debtors. I have also had numerous
22 discussions with Woodforest National Bank (the "Bank") in connection with the Debtors'
23 financial condition and operations, and operating budgets.

24 7. I believe that the Budgets accurately reflect the projected revenues and expenses
25 and changes in cash, accounts receivables and inventory for the Debtors' bankruptcy estates in
26 the projection period.

27 8. The Debtors' current financial situation is precarious in that I estimate that unless
28 the Debtors' can consummate a transaction or obtain additional financing, the Debtor will not

1 have sufficient liquidity to replenish inventory, impairing future customer sales and thereafter
2 negatively impacting the Debtors' good will. I believe that if there was a shutdown of the
3 Debtors' business with a resulting liquidation, it would be a disastrous result for creditors,
4 including the Bank.

5 9. I understand the Debtors' goal in these bankruptcy cases is to consummate a free
6 and clear asset sale for the most money possible, and that the Debtors intend to file in the near
7 future a motion seeking Court approval of proposed bidding and auction procedures. I am
8 assisting the Debtors in connection with developing such procedures, and communicating with
9 the Bank regarding the Debtors' proposed course of action in this case and in connection with a
10 sale process. Based on the understanding of the Debtors I have developed over the course of the
11 past several weeks, the Debtors require an expedited, focused asset sale process that will
12 consummate before the Debtors' inventory falls below required operational levels and the
13 Debtors run out of sufficient liquidity to sustain operations.

14 10. The only way for the Debtors to continue to operate their business pending the
15 consummation of a free and clear asset sale is for the Debtors to be able to use their cash
16 collateral to pay their post-petition expenses in accordance with the Budgets. The alternative to
17 the Debtors' use of cash collateral would be an immediate shut down of the Debtors' business
18 and termination of all employees, service providers and outsourced business operations, which
19 would be devastating to the value of the Debtors' assets and would result in an economic disaster
20 for all creditors, including the Bank.

21 11. We are continuing to analyze whether obtaining post-petition financing is
22 necessary in order for the Debtors to have an adequate time period to conduct this free and clear
23 asset sale process and to consummate an asset sale transaction. If we conclude that obtaining
24 such post-petition financing is necessary, a decision we expect to make in the coming days, the
25 Debtors will be coming before this Court seeking Court approval of such post-petition financing.

26 12. I have engaged in discussions with the Bank regarding, among other things, the
27 Debtors' cash flow challenges and needs, these bankruptcy cases, and the Debtors' imminent
28 need for additional funding to enable the Debtors to have a sufficient amount of time to run a

1 free and clear asset sale process designed to achieve the highest and best price for the Debtors'
2 assets. I am hopeful that we will be able to obtain the Bank's consent regarding the Debtors' use
3 of cash collateral, and have also approached the Bank to determine whether the Bank is willing
4 to lend additional funds to the Debtors post-petition and, if not, whether the Bank is willing to
5 subordinate to a new lender.

6 13. In order for the Debtors to have the opportunity to attempt to consummate a sale
7 of their business/assets, the Debtors must be able to continue to operate their business, and the
8 only way for the Debtors to be able to continue to operate their business is for the Debtor to have
9 use of their cash collateral to pay for their post-petition operating expenses. Without the use of
10 their cash collateral, the Debtors would be forced to immediately shut down and close their
11 business and terminate all of their employees.

12 14. As set forth in the Budgets, the Debtors require immediate authority to use cash
13 collateral to pay, among other things: (1) payroll in order to ensure that there is no interruption or
14 interference in the Debtors' relationship with their employees (provided that any insider
15 compensation will be subject to compliance with insider compensation approval requirements);
16 (2) key contractors, service providers, consultants and vendors, in order to ensure there is no
17 interruption in critical services being provided to the Debtors and product being delivered to the
18 Debtors; (3) logistics costs in order to ensure timely receipt and delivery of products relating to
19 the E-commerce business; and (4) insurance and taxes.

20 15. The Budgets do not include any additional purchases of inventory but the Debtors
21 are requesting authority pursuant to the cash collateral motion to do so in the ordinary course of
22 business to the extent sufficient funds exist in order for the Debtors to do so, including during the
23 interim period of approval of the cash collateral motion, to the extent the Debtors determine in
24 their business judgment that doing so is necessary to avoid irreparable and immediate harm.

25 16. The Budgets incorporate all of the projected cash receipts and cash disbursements
26 of the entire business operations of the Debtors and their respective subsidiaries. I understand
27 that the TRX entities were established to allow for a segregation of the equity investment made
28 in the recapitalization, but TRX has operated as one identifiable brand in the market, and through

1 intercompany agreements, including a management services agreement between Hold Co and
2 Product Co wherein Hold Co provides the services of executive management that oversee the
3 entire TRX enterprise, it also effectively operates as a consolidated business.

4 17. The Debtors seek an order of the Court authorizing the Debtors to use their cash
5 collateral to pay all of their projected post-petition expenses set forth in the Budgets. The
6 Debtors further seek Court authority to deviate from the Budgets, without the need for any
7 further Court order, by up to 20% by line item and 25% in the aggregate without the need for any
8 further Court order, and the Debtors seek Court authority to deviate further from the Budgets
9 without the need for any further Court order provided the Debtors obtain the prior consent of the
10 Bank, since the Bank is the only creditor with an interest in the Debtors' cash collateral.

11 18. As to adequate protection for the Debtors' use of cash collateral, the Debtors
12 propose to provide to the Bank a replacement lien against the Debtors' post-petition assets
13 (excluding any avoidance causes of action), to the extent of any post-petition diminution in the
14 value of the Bank's prepetition collateral as a result of the Debtors' post-petition use of cash
15 collateral. Further, the Bank shall be granted a super priority administrative claim pursuant to
16 Section 507(b) of the Bankruptcy Code to the extent of any post-petition diminution in the value
17 of the Bank's prepetition collateral as a result of the Debtors' post-petition use of cash collateral.

18 I declare under penalty of perjury under the laws of the United States of America that the
19 foregoing is true and correct. Executed this 8th day of June, 2022, at Miami, Florida.

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21 

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23 _____
JAMES S. FELTMAN
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EXHIBIT "1"



James S. Feltman

Managing Director, Restructuring

Contact

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Areas of Expertise

- Financial Services
- Healthcare
- Manufacturing and Distribution
- Mortgages & Asset Backed Securities
- Real Estate/Construction
- Retail
- Structured Derivatives

Mr. Feltman is among the most experienced bankruptcy fiduciaries in the United States, having served as a Chapter 11 Trustee in 25 assignments, an Examiner in 14 matters and as a Chapter 7 Trustee in over 10,000 cases. Mr. Feltman's experience as a bankruptcy fiduciary is multi-jurisdictional, (including the Southern District of New York) and cross-border. Additionally, Mr. Feltman served in other fiduciary roles in numerous matters including as a Mediator, Arbitrator and Monitor. His industry specialization includes agriculture, retail, manufacturing and distribution, real estate/construction, aviation, healthcare, financial services, and other industries.

Mr. Feltman's extensive experience as a fiduciary includes operating and managing businesses, overall case management, sales and liquidation of assets and business interests, claims development and prosecution, negotiating settlements, and administering claims payment schemes in a variety of cases for more than the last two decades. Mr. Feltman has managed the dispositions of a range of businesses and business interests, real estate, personal and intellectual property.

Mr. Feltman is a Fellow of the American College of Bankruptcy, a member of the American Institute of Certified Public Accountants and Florida Institute of Certified Public Accountants. He is a Certified Public Accountant in the State of Florida. From 2002-2008, Mr. Feltman was a member of the Board of Directors of the American Bankruptcy Institute. Mr. Feltman was honored as one of the 2015 Consultants of the Year by Consulting Magazine

Education

- M.P.S., Cornell University
- B.A., University of Wisconsin, Madison

Certifications

- Certified Public Accountant, Florida
- Certified in Financial Forensics
- Certified Fraud Examiner

Professional Associations

- American Bankruptcy Institute, April 2002 – April 2008, board of directors
- American Institute of Certified Public Accountants, member
- Florida Institute of Certified Public Accountants, member

Honors and Awards

- Fellow, American College of Bankruptcy
- Top 25 Consultants in 2015 – Consulting Magazine

Publications

- Financier Worldwide:
 - Panelist-Bankruptcy and Restructuring; November 2016
 - Panelist-Out-of-Court Restructuring Alternatives; June 2016
- ABI Fraud and Forensics
 - Co-Author-Effective Expert Reports-2015
 - Shifting Asset Valuations and Rising Debt; June 2017



Speaking Engagement

- Complex Financial Restructuring Program LV Nevada – February 2020: Healthcare Restructuring
- The Knowledge Group – November 2019: Using and Challenging Expert Witness Testimony in Bankruptcy Litigation: Winning Strategies
- Expert Witnesses in Bankruptcy Litigation – November 2019 (Webinar)
- World Bank/IFC - May 2019: Current Restructuring Topics presented to the Workout Team
- Complex Financial Restructuring Program LV Nevada Fiduciary Duties - February 2019
- ABI Milan International Solvency and Restructuring conference; International Asset Tracing - October 2018
- Financial Services Volunteer Corps – October 2014: Selection and Supervision of Bankruptcy Administrators (Marrakesh, Morocco)
- BBA/AIRA Joint Bankruptcy & Restructuring Program – January 2014: Valuation Topics in Bankruptcy
- Illinois CPA Fraud Conference – October 2013: Red Flags of Audit Breakdowns – Lessons Learned
- American College of Bankruptcy – October 2013: Where Are We Now And How Did We Get Here?
- Knowledge @ Wharton - February 2013: Reverse Mergers: A Looming U.S. – China Showdown over Securities Regulation?
- Compliance Week – January 2013: No Clear Solutions in Audit Standoff with China
- Reuters.com – January 2013: Chinese Companies Retreat from U.S. Listings as Scrutiny Mounts
- Bloomberg – December 2012: SEC Auditor Case Seen Jeopardizing Chinese U.S. Listings
- CNBC – December 2012: US/China Regulatory Standoff
- National Public Radio – December 2012: Feds Sue Chinese Audit Firms
- Industry Week – December 2012: Regulatory Clash: Lessons Learned through an East-Meets-West Dispute
- Compliance Week – August 2012: PCAOB Provides Audit Committees with a Roadmap on Inspection Results
- CNN – July 2012: Challenges for Chinese Companies listed on US markets
- CNBC – July 2012: Regulatory Environment in China
- Financier Worldwide – July 2012: Bankruptcy Litigation Roundtable (Article)
- The Association of Commercial Finance Attorneys CLEW – May 2012: Global Economics, Financial Fraud and Lender Liability
- The American Bankruptcy Institute 30th Annual Spring Meeting – April 2012: Commercial Real Estate Trends, Workouts, and Reorganizations
- Fox News Interview – January 2012: Will More Banks Fail in 2012?
- Anti-Corruption Compliance Program – October 2011: The Gathering Storm: Anti-Corruption Compliance for Private Equity and Hedge Funds



- National Conference of Bankruptcy Judges October 2011: Financial Advisors in the Courtroom, and conducted a Webinar – China’s Red Flag: What Chinese companies must do to overcome issues surrounding transparency with the global investor community
- The Offshore Alert Conference – April 2011: Offshore But Not Off Limits: How Fraud Victims Can Obtain Relief in OFC’s
- The American Bankruptcy Institute 29th Annual Spring Meeting – March 2011: Cutting-Edge Litigation Issues: Ponzi Schemes, the Return of the Leveraged Buyouts, Valuation Disputes and More
- The Distressed Debt Conference in London – September 2010: Considerations for Turnaround Investing.
- American Bankruptcy Institute – July 2010: Ponzi Schemes and Other Scams for Bilking Money, from Madoff to Consumer Rip-offs.
- American Bankruptcy Institute – August 2009: Ethical Issues for Lawyers Representing “Unusual” Clients.
- American Bankruptcy Institute – August 2009: Prove It! Evidence in Bankruptcy Proceedings.
- Kellogg Turnaround Management Conference – April, 2009: Negotiating in Creditors’ Committees
- Distressed Acquisitions for Strategic Advantage – September 2008: Analyzing the Risks of Absorbing a “Sick” Company – Do I Have the Right Team?
- VALCON – January 2008: Restructuring Options for Homebuilders - What's Different This Time?
- National Conference of Bankruptcy Judges – October 2007: Where Will Bankruptcy Work Come From in 2008?
- American Bankruptcy Institute – July 2007: Effective Pre-Bankruptcy Negotiating and Packaging.
- American Bankruptcy Institute – July 2007: Drivers Impacting Credit and Capital Marketplace.
- Association of Commercial Finance Attorneys – June 2007: Asset Based Lending.
- American Bankruptcy Institute - Annual Spring Meeting, April 2007: Pensions and Benefits in Bankruptcy.
- American Bankruptcy Institute – Caribbean Insolvency Symposium, February 2007: Liquidating Cross-Border Assets and Recovering Cross-Border Claims.
- National Association of Credit Management, January 2007: Deepening Insolvency
- 13th Annual Aircraft Financing Forum, October 2006: The Bankruptcy & Restructuring Process: Current Airline and Creditor Issues.
- American Bankruptcy Institute, September 2006: London International Insolvency Symposium – Aviation Panel.

James S. Feltman

Bankruptcy Trustee Appointments

Case Name	Case No.	Filing Date	Appointment Date	Role	Attorney/ Contact	Firm Name	Industry
BKC	Various	1988-2004	1988-2004	Chapter 11 and Chapter 7 Trustee	Felicia S. Turner / Steven Turner	Office of the U.S. Trustee, Atlanta, GA	Various
AeroFloral, Inc.	01-16367-BKC-RAM	6/13/2001	7/17/2001	Trustee	David M. Levine	Tew Cardenas, Miami, FL	Distribution
Empresa De Transporte Aero Del Peru, S.A., Debtor	99-13741-BCK-AJC	4/21/1999	9/8/1999	Trustee	David Cimo	Genovese, Lichtman, Joblove & Battista, P.A., Miami, FL	Aviation
Aviation Composites Services, Inc.	01-18236-BKC-AJC	2002	3/21/2002	Trustee	Brian Behar	Behar Gutt & Glazer, Aventura, FL	Aviation
Bandsawe Residual Corp., Debtor	99-15698-BKC-RAM	6/11/1999	8/18/1999	Trustee	Jerry Markowitz	Markowitz, Davis, Ringel & Trusty, P.A., Miami, FL	Professional Services – Legal
Blackwell & Walker, P.A.	96-10862-BKC-RAM	2/14/1996	3/8/1996	Trustee	Arnold Schatzman	Schatzman & Schatzman, Miami, FL	Professional Services – Legal
Book Wholesalers Inc., Debtor	96-10521-BKC-RAM	1/29/1996	2/28/1996	Special Representative / Trustee	Tom Lehman	Tew & Beasley, Miami, FL	Retail
C.G.F. Electrical Corp., Debtor	95-15649	11/17/1995		Trustee	Brian Behar	Behar, Gutt & Glazer, Aventura, FL	Professional Services

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Bankruptcy Trustee Appointments

Certified HR Services Company f/k/a The Cura Group, Inc.	05-22912-BKC-RBR	5/12/2005	5/25/2005	Trustee	Paul Battista	Genovese Joblove & Battista, Miami, FL	Professional Services
Corporate Resource Services, Inc.	15-12329 (MG)	7/23/2015	9/22/2015	Chapter 11 Trustee	Linda Rifkin, AUST	Office of the U.S. Trustee	Professional Services
Florida Industrial Equipment & Supplies, Inc., Debtor	91-14374-BKC-PGH	1991	8/15/1993	Trustee	Ilyse Homer	Stroock, Stroock & Lavan, Miami, FL	Retail
Glenbeigh Hospital of Miami, Inc., <i>et al.</i> , Debtors	93-11057-BKC-AJC	1993	6/30/1993	Trustee	Patricia Redmond	Stearns, Weaver, Miller, <i>et al.</i> , Miami, FL	Healthcare
Joseph Charles & Associates, Inc.	00-34898-BKC-SHR	11/1/2000	7/6/2001	Trustee	Kenneth B. Robinson	Rice & Robinson, Miami, FL	Financial Services
Lander, Inc., Debtor	92-10103-BKC-AJC	1/7/1992	5/7/1993	Trustee	F. Lorraine Jahn	Mershon, Sawyer, <i>et al.</i> , Miami, FL	Retail
Marathon Manor, Inc.	01-10599-BKC-AJC	1/24/2001	5/16/2001	Trustee	Frank P. Terzo	Holtzman Equels & Furia, Miami, FL	Healthcare
Phoenix Continental Corp. and Flightline of America, L.C.	97-25400-BKC-PGH and 97-25401	8/1997	9/9/1997	Trustee	Thomas R. Lehman	Tew & Beasley, Miami, FL	Aviation

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Bankruptcy Trustee Appointments

Suncoast Towers South Associates	98-10537	1998	3/1998	Trustee	Linda G. Worton	Greenberg, Traurig, Miami, FL	Real Estate
Sophisticated Communications, Inc.	001-17635-BKC- AJC	8/28/2000	5/25/2001	Trustee	Brian S. Behar	Behar Gutt & Glazer, Aventura, FL	Telecom
TCPI, Inc.	01-24937-BKC-RBR	7/3/2001	10/4/2001	Trustee	Jerry M. Markowitz	Markowitz, Davis, Ringel & Trusty, P.A., Miami, FL	Healthcare
TS Employment, Inc.	15-10243 (MG)	2/2/2015	2/27/2015	Trustee	Michael Driscoll	U.S. Department of Justice, New York, NY	PEO (employee staffing)
TUSA Florida, Inc., <i>et al.</i> , Debtors	93-10748-BKC- SMW, 93-10759- BKC-SMW, 93- 10928-BKC-SMW	2/26/1993	5/14/1993	Trustee	John Genovese	Kelley Drye & Warren, Miami, FL	Transporta- tion
United Information Systems, Inc.	98-16621-BKC-AJC, 98-16634-BKC-AJC	7/22/1998	9/28/1998	Trustee	Jerry Markowtiz	Markowitz, Davis, Ringel & Trusty, P.A., Miami, FL	Distribution
United Forming, Inc.	92-11113-BKC- SMW	2/24/1992	8/14/1992	Trustee	Lee Mandell	Lee Mandell, P.A., Coral Gables, FL	Construc- tion
World Terminal Distribution Corp.	00-16555-BKC-RAM	7/25/2000	1/19/2001	Trustee	Allison R. Day	Genovese Lichtman Joblove & Battista, Miami, FL	Distribution

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Bankruptcy Trustee Appointments

Worldwide Web Systems, Inc.	00-16067-BKC-RAM	7/11/2000	8/11/2000	Trustee	Paul S. Singerman	Berger, Davis & Singerman, Miami, FL	Telecom
WTI International Corp.	98-18183-BKC-AJC	1/25/1999	5/1/1999	Trustee	Arnold Schatzman	Schatzman & Schatzman, Miami, FL	Licensing/ Patents

James S. Feltman

Bankruptcy Examiner Appointments

Case Name	Case No.	Filing Date	Appointment Date	Role	Attorney/ Contact	Firm Name	Industry
25 Travel, Inc.	92-15634-BKC-SMW	1992		Examiner		Miami, FL	Retail
Aerial Transit Company, Debtor	92-17033-BKC-AJC	12/11/1992	4/8/1993	Examiner	Ronald Neiworth	Semet, Lickstein, <i>et al.</i> , Coral Gables, FL	Aviation
Jack W. Barrett, Debtor	93-10562-BKC-AJC	2/12/1993	7/30/1993	Examiner	Rick Rodgers	Port St. Lucie, FL	Professional Services / Medical
Cascade International, Inc., <i>et al.</i>	91-33703-BKC-RAM	1991		Examiner	John Genovese	Kelley Drye & Warren, Miami, FL	Retail
Evolution Imports, Inc.	96-21853-BKC-RAM	1996	6/25/1996	Examiner	N/A	Miami, FL	Retail
F.L.G. Inc., Debtor(s)	99-10467-BKC-AJC	1999	3/1999	Examiner	N/A	Miami, FL	Retail
Fisher Island Investments, Inc., Mutual Benefits Offshore Fund, Ltd., Little Rest Twelve, Inc.	11-17047-BKC-AJC, 11-17051-BKC-AJC, 11-17061-BKC-AJC	2011	4/27/2011	Examiner	N/A.	Miami, FL	Various

James S. Feltman

Bankruptcy Examiner Appointments

Hillard Development Corp. v. Griswold, <i>et al.</i>	Adv No. 94-0467-BKC-AJC-A	5/27/1994	2/2/1995	Examiner	James Boone	James Boone, P.A., Ft. Lauderdale, FL	Insurance
Ideas Apparel Group, Inc., Inc., Debtor	91-B-10398 (CV) New York	1991	6/11/1993	Examiner		USBC, New York, NY	Insurance
IDEECO, Inc., Debtor	95-23042-BKC-RBR	1995	8/31/1995	Examiner	Denyse Heffner	Office of the U.S. Trustee, Miami, FL	-
Luke Records, Inc., Debtor	95-11447-BKC-RAM	3/28/1995	6/20/1995	Examiner	Amber Donner	Office of the U.S. Trustee, Miami, FL	Entertain-mer
M&E Trading Co., Inc., Debtor	91-15597-BKC-PGH	1991		Examiner	Brent Friedman	Stroock, Stroock & Lavan	Retail
Overseas Corp., <i>et al.</i> , Debtor	90-15067-BKC-AJC	1990		Examiner		USBC, Miami, FL	Real Estate
Syntax-Brilliant Corporation, <i>et al.</i>	08-114079 (BLS)	7/8/2008	9/2/2008	Examiner	Steven M. Yoder	Potter Anderson & Corroon, Wilmington, DE	Electronics

James S. Feltman

Liquidating Trustee Appointments

Case Name	Case No.	Filing Date	Appointment Date	Role	Attorney/ Contact	Firm Name	Industry
Aero Systems Inc. / Aero Systems Aviation Corp.	93-12972-BKC-SMW, 93-12973-BKC-SMW	8/5/1993	5/12/1994	Liquidating Trustee	Ronald Neiwrith	Semet, Lickstein, <i>et al.</i> , Coral Gables, FL	Aviation
American Way Service Corp., Debtor	94-24696-BKC-RBR	12/2/1994	10/12/1995	Liquidating Trustee	Paul J. Battista	Genovese, Joblove & Battista, P.A., Miami, FL	Insurance
Certified HR Services Company Liquidating Trust	05-22912-BKC-RBR	11/27/2007	11/27/2007	Liquidating Trustee	Paul J. Battista	Genovese, Joblove & Battista, P.A., Miami, FL	Professional Services
L. Luria Liquidating Trust	97-16731-BKC-Ram (CH 11)	1997	6/1/1998	Liquidating Trustee	Brian Kriger	Traub, Fox & Bonequist, New York, NY	Retail
Mission Health, Inc.	99-5019-3F1	1999	10/18/2000	Liquidating Trustee	Edwin W. Held, Jr.	Fischette Owen Held & McBurney, Jacksonville, FL	Healthcare
Rich International Airways, Inc. Liquidating Trust	96-17399-BKC-RAM	1996	5/1998	Liquidating Trustee	Peter Levitt	Adorno & Zeder, Miami, FL	Aviation
Levitt and Sons, LLC, <i>et al.</i>	07-19845-BKC-RBR	11/9/2007	12/21/2007	Liquidating Trustee	Paul J. Battista	Genovese, Joblove & Battista, P.A., Miami, FL	Real Estate
Pharmasystems Holding Corporation, Debtor	99-14626-RAM	5/13/1999	5/17/1999	Liquidating Trustee	Craig Rieders	Genovese, Joblove & Battista, P.A., Miami, FL	Retail

James S. Feltman

Fiduciary and Other Roles

Case Name	Case No.	Filing Date	Appointment Date	Role	Attorney/ Contact	Firm Name	Industry
RGN Group Holdings LLC	20-11961	8/17/20	7/17/2020	Responsible Officer	Chad Husnick	Kirkland and Ellis LLP	Real Estate
Patriot National Inc. and Subsidiaries	18-10189	1/30/2018	10/17/2017	CRO	Katie Coleman Laura Davis Jones	Hughes Hubbard & Reed Pachulski Stang Ziehl & Jones LLP	Professional Services
Value City Department Stores, LLC	08-14197	10/26/2008	1/23/2008	President and CRO	John Longmire	Willkie Farr & Gallagher LLP, New York, NY	Retail
FJC Amusements, Inc. as a general partner of a joint partnership, Niagara Flume Partnership, Plaintiff, and Triple D of Lakeland, defendant	N/A		2008	Arbitrator	Joel S. Fass	Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A., Ft. Lauderdale, FL	Entertainment
Larry Kline Wholesale Meats & Provisions, Inc. v. David Freeman	N/A		11/2007	Mediator	Joel S. Fass	Colodny, Fass, Talenfeld, Karlinsky & Abate, PA, Ft. Lauderdale, FL	Distribution
ABC for Tasco Worldwide, Inc. and Celestron International	Multiple	2002	5/2002	Assignee for the Benefit of Creditors	Ronald L. Leibow	Kay Scholer LLP, Los Angeles, CA	Mfg./Retail
Metso Oyj and Svedala Industries, AB	Docket No. C-4024, File No. 001-0186		9/7/2001	Interim Monitor- FTC	M. Elaine Johnston	White & Case, New York, NY	Mfg.
The Estate of Ralph Laurence Devine, Deceased	Probate Division, File Number: 98-3651, Division: 04	6/1999	12/1998	Co-Curator	David Glazer	Behar, Gutt & Glazer	Probate Estate

James S. Feltman

Fiduciary and Other Roles

DeCiccio Floral Corp. d/b/a American Floral Distributors	96-03762 CA15	2/22/1996	2/29/1996	Assignee for the Benefit of Creditors	Robert A. Schatzman	Schantz, Schatzman & Aaronson, Miami, FL	Distribution
Fyffes Bananas International v. Proyecto La Cruz Manzanillo	N/A		8/1994	Arbitrator	Tom Murphy	Fyffes Bananas International, Ft. Lauderdale, FL	Agriculture
General Trading, Inc. v. Yale Materials Handling Corp.	88-0061-CIV-Bandstra	1988	4/15/1994	Federal Receiver	Philip Allen	Litow, Cutler, Zabłudowski, <i>et al.</i> , Miami, FL	-
Hi-Tech Computer Products, Inc., <i>et al.</i> , v. NationsBank of Florida	92-11601 (08) Broward Circuit Ct.	1992	12/3/1992	Special Master	Frank Sinagra	Haley, Sinagra & Perez, P.A., Ft. Lauderdale, FL	Technology
Carbotex, Inc. Assignor	97-27655 CA (11)			Assignee for the Benefit of Creditors	Paul L. Orshan	Kluger, Peretz, Kaplan & Berlin, P.A., Miami, FL	Retail

EXHIBIT "2"

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 8, 2022

\$USD

\$USD														Current Rolling 13 Weeks	
	Week -->		Week -->		Week -->		Week -->		Week -->		Week -->		Week -->		
	From -->		From -->		From -->		From -->		From -->		From -->		From -->		
	Week-Ending -->		Week-Ending -->		Week-Ending -->		Week-Ending -->		Week-Ending -->		Week-Ending -->		Week-Ending -->		
	Post-Petition Week 1	Post-Petition Week 2	Post-Petition Week 3	Post-Petition Week 4	Post-Petition Week 5	Post-Petition Week 6	Post-Petition Week 7	Post-Petition Week 8	Post-Petition Week 9	Post-Petition Week 10	Post-Petition Week 11	Post-Petition Week 12	Post-Petition Week 13		
	6/8/2022	6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022	7/25/2022	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022		
	6/12/2022	6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022	7/31/2022	8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022		
PRODUCTCO															
Beginning ProductCo Cash Balance	\$ 827,079	\$ 1,347,391	\$ 1,745,131	\$ 2,005,084	\$ 1,487,788	\$ 1,670,438	\$ 2,177,983	\$ 2,434,851	\$ 1,767,331	\$ 2,165,430	\$ 2,586,342	\$ 2,890,144	\$ 3,229,068	\$ 827,079	
Ecommerce NA & UK	\$ 89,045	\$ 102,714	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 1,381,477	
Amazon FBA International	24,989	-	24,989	-	24,989	-	24,989	-	24,989	-	24,989	-	24,989	174,925	
Amazon FBA NA	-	312,235	-	436,970	-	436,970	-	436,970	-	304,444	-	304,444	-	2,232,033	
Transfers from Non-Debtor Affiliate (Japan)	-	-	-	5,000	-	-	-	5,000	-	-	-	-	5,000	15,000	
Accounts Receivables Collections	406,277	531,169	482,981	479,037	526,556	550,738	500,775	514,626	565,676	591,654	537,979	514,626	565,920	6,768,016	
TOTAL PRODUCTCO SOURCES	\$ 520,312	\$ 946,118	\$ 610,684	\$ 1,029,842	\$ 660,381	\$ 1,096,544	\$ 634,600	\$ 1,065,432	\$ 699,231	\$ 1,004,664	\$ 671,534	\$ 927,636	\$ 704,475	\$ 10,571,451	
Payroll, Payroll Tax & Benefits	\$ -	\$ 244,274	\$ -	\$ 242,267	\$ -	\$ 242,267	\$ -	\$ 231,981	\$ -	\$ 231,981	\$ -	\$ 231,981	\$ -	\$ 1,424,750	
Commission	-	-	-	30,000	-	-	-	-	-	-	-	-	-	60,000	
Contractors	-	20,000	20,000	119,500	47,000	51,000	47,000	119,500	47,000	51,000	47,000	51,000	115,500	735,500	
Key Consultants	-	-	-	8,889	-	-	-	8,889	-	-	-	-	8,889	26,667	
Rent	-	-	-	47,500	-	-	-	47,500	-	-	-	-	47,500	142,500	
Marketing	-	-	-	724,000	-	-	-	769,500	4,500	-	-	724,000	-	2,222,000	
Insurance	-	-	80,000	-	-	-	80,000	-	-	-	80,000	-	-	240,000	
Logistics	-	128,982	128,982	128,982	128,982	128,982	128,982	128,982	128,982	128,982	128,982	128,982	128,982	1,547,779	
Non-BK Professionals	-	-	-	60,850	-	-	-	120,350	-	-	-	-	52,000	233,200	
Technology	-	-	-	10,400	90,000	-	-	1,500	8,900	5,040	-	-	10,400	126,240	
Utilities	-	3,000	-	3,000	-	-	-	3,000	-	-	-	-	3,000	12,000	
Other Expenses, Vendors	-	75,000	75,000	80,000	75,000	75,000	75,000	80,000	75,000	75,000	75,000	75,000	80,000	915,000	
Sales tax	-	-	-	-	100,000	-	-	100,000	-	-	-	-	100,000	300,000	
Transfers to Non-Debtor Accounts ⁽¹⁾	-	-	20,000	-	20,000	-	20,000	-	20,000	-	20,000	-	20,000	120,000	
Management Payroll - InterCo Transfer to HoldCo	-	60,372	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	-	435,372	
Foreign Key Vendors	-	16,750	26,750	16,750	16,750	16,750	26,750	16,750	16,750	16,750	16,750	26,750	-	214,250	
BK Professionals ⁽²⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
US Trustee Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
TOTAL PRODUCTCO DISBURSEMENTS	\$ -	\$ 548,378	\$ 350,732	\$ 1,547,138	\$ 477,732	\$ 588,999	\$ 377,732	\$ 1,732,951	\$ 301,132	\$ 583,752	\$ 367,732	\$ 588,712	\$ 1,290,271	\$ 8,755,258	
PRODUCTCO - CASH ROLLFORWARD															
Beginning PRODUCTCO Cash Balance	\$ 827,079	\$ 1,347,391	\$ 1,745,131	\$ 2,005,084	\$ 1,487,788	\$ 1,670,438	\$ 2,177,983	\$ 2,434,851	\$ 1,767,331	\$ 2,165,430	\$ 2,586,342	\$ 2,890,144	\$ 3,229,068	\$ 827,079	
(+) ProductCo Receipts	520,312	946,118	610,684	1,029,842	660,381	1,096,544	634,600	1,065,432	699,231	1,004,664	671,534	927,636	704,475	10,571,451	
(-) ProductCo Disbursements	-	(548,378)	(350,732)	(1,547,138)	(477,732)	(588,999)	(377,732)	(1,732,951)	(301,132)	(583,752)	(367,732)	(588,712)	(1,290,271)	(8,755,258)	
Ending ProductCo Cash Balance	<u>\$ 1,347,391</u>	<u>\$ 1,745,131</u>	<u>\$ 2,005,084</u>	<u>\$ 1,487,788</u>	<u>\$ 1,670,438</u>	<u>\$ 2,177,983</u>	<u>\$ 2,434,851</u>	<u>\$ 1,767,331</u>	<u>\$ 2,165,430</u>	<u>\$ 2,586,342</u>	<u>\$ 2,890,144</u>	<u>\$ 3,229,068</u>	<u>\$ 2,643,272</u>	<u>\$ 2,643,272</u>	
Change in ProductCo Cash from Previous Week		\$ 397,740	\$ 259,953	\$ (517,295)	\$ 182,649	\$ 507,545	\$ 256,868	\$ (667,520)	\$ 398,099	\$ 420,912	\$ 303,803	\$ 338,924	\$ (585,796)		
Inventory Rollforward															
Beginning Inventory	\$ 17,847,150	\$ 17,536,640	\$ 17,045,041	\$ 16,727,971	\$ 16,157,644	\$ 15,837,799	\$ 15,267,636	\$ 14,947,791	\$ 14,377,628	\$ 14,057,912	\$ 13,569,124	\$ 13,250,132	\$ 12,761,345	\$ 17,847,150	
(+) Purchases ⁽⁴⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(-) Cost of Goods	(310,510)	(491,599)	(317,070)	(570,326)	(319,845)	(570,163)	(319,845)	(570,163)	(319,716)	(488,788)	(318,992)	(488,788)	(318,992)	(5,404,798)	
= Ending Inventory	<u>\$ 17,536,640</u>	<u>\$ 17,045,041</u>	<u>\$ 16,727,971</u>	<u>\$ 16,157,644</u>	<u>\$ 15,837,799</u>	<u>\$ 15,267,636</u>	<u>\$ 14,947,791</u>	<u>\$ 14,377,628</u>	<u>\$ 14,057,912</u>	<u>\$ 13,569,124</u>	<u>\$ 13,250,132</u>	<u>\$ 12,761,345</u>	<u>\$ 12,442,352</u>	<u>\$ 12,442,352</u>	
Accounts Receivable Rollforward⁽⁵⁾															
Beginning AR	\$ 5,157,699	\$ 5,277,639	\$ 5,272,688	\$ 5,315,924	\$ 5,363,104	\$ 5,362,426	\$ 5,337,564	\$ 5,362,667	\$ 5,373,918	\$ 5,334,119	\$ 5,266,835	\$ 5,253,225	\$ 5,262,969	\$ 5,157,699	
(+) Sales (Domestic Commercial, Retail, Government, Intl. Dist.)	526,218	526,218	526,218	525,877	525,877	525,877	525,877	525,877	524,370	524,370	524,370	524,370	524,370	6,831,736	
(-) Collections (Domestic Commercial, Retail, Government, Intl. Dist.)	(406,277)	(531,169)	(482,981)	(479,037)	(526,556)	(550,738)	(500,775)	(514,626)	(565,676)	(591,654)	(537,979)	(514,626)	(565,920)	(6,768,016)	
= Ending AR	<u>\$ 5,277,639</u>	<u>\$ 5,272,688</u>	<u>\$ 5,315,924</u>	<u>\$ 5,363,104</u>	<u>\$ 5,362,426</u>	<u>\$ 5,337,564</u>	<u>\$ 5,362,667</u>	<u>\$ 5,373,918</u>	<u>\$ 5,334,119</u>	<u>\$ 5,266,835</u>	<u>\$ 5,253,225</u>	<u>\$ 5,262,969</u>	<u>\$ 5,221,418</u>	<u>\$ 5,221,418</u>	

Notes

(1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(2) There are no bankruptcy professional payments in this forecast.

(3) Assumes 8 business days of post-petition payroll paid in Week 2.

(4) These amounts do not include additional purchases of inventory.

(5) These amounts do not include sales activity relating to Ecommerce and Amazon.

EXHIBIT "3"

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 8, 2022

	Post-Petition													Current Rolling 13 Weeks
	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	
	6/8/2022	6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022	7/25/2022	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	
<i>SUSD</i>	6/12/2022	6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022	7/31/2022	8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022	
Week -->														
From -->														
Week-Ending -->														
HOLDCO														
Beginning HoldCo Cash Balance	\$ 106,113	\$ 146,113	\$ 183,613	\$ 160,663	\$ 193,663	\$ 192,663	\$ 186,663	\$ 163,713	\$ 197,713	\$ 195,713	\$ 189,713	\$ 166,763	\$ 173,263	\$ 106,113
Education/CORE - ExperienceCo	\$ 40,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 640,000
Apple Subscriptions - ExperienceCo	-	-	-	40,000	-	-	-	40,000	-	-	-	-	-	120,000
Management Payroll - InterCo Transfer from ProductCo	-	60,372	-	75,000	-	75,000	-	75,000	-	75,000	-	75,000	-	435,372
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL HOLDCO SOURCES	\$ 40,000	\$ 110,372	\$ 50,000	\$ 165,000	\$ 50,000	\$ 125,000	\$ 50,000	\$ 165,000	\$ 50,000	\$ 125,000	\$ 50,000	\$ 125,000	\$ 90,000	\$ 1,195,372
Payroll, Payroll Tax & Benefits ⁽¹⁾	\$ -	\$ 60,372	\$ -	\$ 75,000	\$ -	\$ 75,000	\$ -	\$ 75,000	\$ -	\$ 75,000	\$ -	\$ 75,000	\$ -	\$ 435,372
Contractors	-	-	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	148,500
Key Consultants	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-	62,500
UK Studio Rent	-	-	3,000	-	-	-	3,000	-	-	-	3,000	-	-	9,000
Marketing	-	-	17,500	17,500	17,500	17,500	17,500	17,500	17,500	17,500	17,500	17,500	17,500	192,500
Technology	-	-	-	1,000	-	-	-	-	1,000	-	-	-	-	3,000
Other Expenses	-	-	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	137,500
Growth Initiative	-	-	26,450	-	7,500	-	26,450	-	7,500	-	26,450	-	7,500	101,850
TOTAL HOLDCO DISBURSEMENTS	\$ -	\$ 72,872	\$ 72,950	\$ 132,000	\$ 51,000	\$ 131,000	\$ 72,950	\$ 131,000	\$ 52,000	\$ 131,000	\$ 72,950	\$ 118,500	\$ 52,000	\$ 1,090,222
HOLDCO - CASH ROLLFORWARD														
Beginning HOLDCO Cash	\$ 106,113	\$ 146,113	\$ 183,613	\$ 160,663	\$ 193,663	\$ 192,663	\$ 186,663	\$ 163,713	\$ 197,713	\$ 195,713	\$ 189,713	\$ 166,763	\$ 173,263	\$ 106,113
(+) HoldCo Receipts	40,000	110,372	50,000	165,000	50,000	125,000	50,000	165,000	50,000	125,000	50,000	125,000	90,000	1,195,372
(-) HoldCo Disbursements	-	(72,872)	(72,950)	(132,000)	(51,000)	(131,000)	(72,950)	(131,000)	(52,000)	(131,000)	(72,950)	(118,500)	(52,000)	(1,090,222)
Ending HoldCo Cash Balance	\$ 146,113	\$ 183,613	\$ 160,663	\$ 193,663	\$ 192,663	\$ 186,663	\$ 163,713	\$ 197,713	\$ 195,713	\$ 189,713	\$ 166,763	\$ 173,263	\$ 211,263	\$ 211,263
<i>Change in HoldCo Cash from Previous Week</i>		\$ 37,500	\$ (22,950)	\$ 33,000	\$ (1,000)	\$ (6,000)	\$ (22,950)	\$ 34,000	\$ (2,000)	\$ (6,000)	\$ (22,950)	\$ 6,500	\$ 38,000	

Notes

- (1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.
- (2) There are no bankruptcy professional payments in this forecast.
- (3) Assumes 8 business days of post-petition payroll paid in Week 2.
- (4) These amounts do not include additional purchases of inventory.
- (5) These amounts do not include sales activity relating to Ecommerce and Amazon.

EXHIBIT "4"

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 8, 2022

USD														Current Rolling 13 Weeks															
	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->	Week -->																	
	From -->	From -->	From -->	From -->	From -->	From -->	From -->	From -->	From -->	From -->	From -->	From -->																	
	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->	Week-Ending -->																	
	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition																
	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13																
	6/8/2022	6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022	7/25/2022	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022																
	6/12/2022	6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022	7/31/2022	8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022																
CONSOLIDATED																													
Beginning TOTAL Cash Balance	\$	933,192	\$	1,493,504	\$	1,928,744	\$	2,165,747	\$	1,681,452	\$	1,863,101	\$	2,364,646	\$	2,598,564	\$	1,965,044	\$	2,361,143	\$	2,776,055	\$	3,056,908	\$	3,402,331	\$	933,192	
Ecommerce NA & UK - ProductCo	\$	89,045	\$	102,714	\$	108,835	\$	108,835	\$	108,835	\$	108,835	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	1,381,477	
Amazon FBA International - ProductCo		24,989				24,989				24,989				24,989				24,989							24,989				174,925
Amazon FBA NA - ProductCo		-		312,235		-		436,970		-		436,970		-		436,970		-		304,444		-		304,444		-		2,232,033	
Transfers from Non-Debtor Affiliate (Japan)		-		-		-		5,000		-		-		5,000		-		-		-		-		-		5,000		15,000	
Accounts Receivables Collections - ProductCo		406,277		531,169		482,981		479,037		526,556		550,738		514,626		565,676		591,654		537,979		514,626		565,920		6,768,016		6,768,016	
Education/CORE - ExperienceCo		40,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		50,000		640,000	
Apple Subscriptions - ExperienceCo		-		-		-		40,000		-		-		40,000		-		-		-		-		-		40,000		120,000	
Management Payroll - InterCo Transfer from ProductCo		-		60,372		-		75,000		-		75,000		-		75,000		-		75,000		-		75,000		-		-	
Other - HoldCo		-		-		-		-		-		-		-		-		-		-		-		-		-		-	
TOTAL SOURCES	\$	560,312	\$	1,056,490	\$	660,684	\$	1,194,842	\$	710,381	\$	1,221,544	\$	684,600	\$	1,230,432	\$	749,231	\$	1,129,664	\$	721,534	\$	1,052,636	\$	794,475	\$	11,331,451	
Payroll, Payroll Tax & Benefits ⁽¹⁾	\$	-	\$	304,646	\$	-	\$	317,267	\$	-	\$	317,267	\$	-	\$	306,981	\$	-	\$	306,981	\$	-	\$	306,981	\$	-	\$	1,860,122	
Commission		-		-		-		30,000		-		-		-		30,000		-		-		-		-		-		60,000	
Contractors		-		20,000		33,500		133,000		60,500		64,500		60,500		133,000		60,500		64,500		60,500		64,500		129,000		884,000	
Key Consultants		-		12,500		-		21,389		-		12,500		-		21,389		-		12,500		-		-		8,889		89,167	
Rent		-		-		3,000		47,500		-		3,000		-		47,500		-		-		3,000		-		47,500		151,500	
Marketing		-		-		17,500		741,500		17,500		17,500		17,500		787,000		22,000		17,500		17,500		17,500		741,500		2,414,500	
Insurance		-		-		80,000		-		-		80,000		-		-		-		-		80,000		-		-		240,000	
Logistics		-		128,982		128,982		128,982		128,982		128,982		128,982		128,982		128,982		128,982		128,982		128,982		128,982		1,547,779	
Non-BK Professionals		-		-		-		60,850		-		-		120,350		-		-		-		-		-		52,000		233,200	
Technology		-		-		-		11,400		90,000		-		-		1,500		9,900		5,040		-		-		11,400		129,240	
Utilities		-		3,000		-		3,000		-		-		3,000		-		-		-		-		-		3,000		12,000	
Transfers to Non-Debtor Accounts ⁽²⁾		-		-		20,000		-		20,000		-		20,000		-		20,000		-		20,000		-		20,000		120,000	
Sales Tax		-		-		-		100,000		-		-		100,000		-		-		-		-		-		100,000		300,000	
Other Expenses, Vendors		-		75,000		75,000		80,000		75,000		75,000		75,000		80,000		75,000		75,000		75,000		75,000		75,000		80,000	
Growth Initiative		-		-		26,450		-		7,500		-		26,450		-		7,500		-		26,450		-		7,500		915,000	
Miscellaneous, Other		-		-		12,500		12,500		12,500		12,500		12,500		12,500		12,500		12,500		12,500		12,500		12,500		137,500	
Management Payroll - InterCo Transfer to HoldCo		-		60,372		-		75,000		-		75,000		-		75,000		-		75,000		-		75,000		-		435,372	
Foreign Key Vendors		-		16,750		26,750		16,750		16,750		16,750		26,750		16,750		16,750		16,750		16,750		16,750		26,750		214,250	
BK Professionals ⁽³⁾		-		-		-		-		-		-		-		-		-		-		-		-		-		-	
US Trustee Fees		-		-		-		-		-		-		-		-		-		-		-		-		-		-	
TOTAL DISBURSEMENTS	\$	-	\$	621,249	\$	423,682	\$	1,679,138	\$	528,732	\$	719,999	\$	450,682	\$	1,863,951	\$	353,132	\$	714,752	\$	440,682	\$	707,212	\$	1,342,271	\$	9,845,480	
Net Cash	\$	560,312	\$	435,240	\$	237,003	\$	(484,295)	\$	181,649	\$	501,545	\$	233,918	\$	(633,520)	\$	396,099	\$	414,912	\$	280,853	\$	345,424	\$	(547,796)	\$	1,485,971	
TOTAL - CASH ROLLFORWARD																													
Beginning TOTAL Cash Balance	\$	933,192	\$	1,493,504	\$	1,928,744	\$	2,165,747	\$	1,681,452	\$	1,863,101	\$	2,364,646	\$	2,598,564	\$	1,965,044	\$	2,361,143	\$	2,776,055	\$	3,056,908	\$	3,402,331	\$	933,192	
(+) Total Receipts		560,312		1,056,490		660,684		1,194,842		710,381		1,221,544		684,600		1,230,432		749,231		1,129,664		721,534		1,052,636		794,475		11,766,823	
(-) Total Disbursements		-		(621,249)		(423,682)		(1,679,138)		(528,732)		(719,999)		(450,682)		(1,863,951)		(353,132)		(714,752)		(440,682)		(707,212)		(1,342,271)		(9,845,480)	
Ending TOTAL Cash Balance	\$	1,493,504	\$	1,928,744	\$	2,165,747	\$	1,681,452	\$	1,863,101	\$	2,364,646	\$	2,598,564	\$	1,965,044	\$	2,361,143	\$	2,776,055	\$	3,056,908	\$	3,402,331	\$	2,854,536	\$	2,854,536	

Notes

(1) Assumes 8 business days of post-petition payroll paid in Week 2.

(2) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(3) There are no bankruptcy professional payments in this forecast.

This forecast does not include additional purchases of inventory.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF JAMES S. FELTMAN IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER: (I) AUTHORIZING THE DEBTORS TO UTILIZE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362 AND 363; (II) GRANTING ADEQUATE PROTECTION; (III) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(b); AND (IV) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 8, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. **SERVED BY UNITED STATES MAIL**: On (*date*) **June 8, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 8, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

SERVED BY PERSONAL DELIVERY

Honorable Scott C. Clarkson
U.S. Bankruptcy Court, Ronald Reagan Federal Building
411 West Fourth Street
Suite 5130
Santa Ana, CA 92701-4593

☐ Service information **BY OVERNIGHT MAIL** continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 8, 2022
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature